

LEGISLATIVE MINUTES

MARLBORO TOWNSHIP COUNCIL MEETING

December 18, 2009

The Marlboro Township Council held a "Special" meeting on December 18, 2009 at 7:00 P.M. at the Marlboro Municipal Complex, 1979 Township Drive, Marlboro, New Jersey.

Council President Rosenthal opened the meeting and announced that pursuant to the provisions of the Open Public Meetings Act, notice of this special meeting of the Township Council of the Township of Marlboro was faxed to the Asbury Park Press, the Star Ledger and News Transcript on December 14, 2009; re-faxed December 16, 2009 to the Board of Education Office; posted on the Bulletin Board of the Municipal Building posted on the Marlboro Township Website, and filed in the office of the Municipal Clerk.

The Clerk called the Roll.

PRESENT: Council Vice President LaRocca, Councilwoman Marder, Councilwoman Tragni and Council President Rosenthal. Councilman Cantor was absent.

Also present were: Mayor Jonathan L. Hornik, Jonathan Williams, Esq., Business Administrator Alayne Shepler, Municipal Clerk Alida Manco and Deputy Clerk Deborah Usalowicz.

The Public Hearing on Ord. #2009-45 had been held and closed on December 10, 2009. The following Res. # 2009-423/Ord. # 2009-45 (Dissolution of MTMUA) was made by Council Vice President LaRocca and seconded by Councilwoman Tragni. Louis Rainone, Esq. updated Council on the proceedings held that morning at the Local Finance Board. After discussion, the resolution/ordinance was passed on a roll call vote of 4 - 0 in favor (Absent: Cantor).

RESOLUTION # 2009-423

BE IT RESOLVED by the Township Council of the Township of Marlboro that an Ordinance entitled:

ORDINANCE # 2009-45

AN ORDINANCE OF THE TOWNSHIP OF MARLBORO DISSOLVING THE MARLBORO TOWNSHIP MUNICIPAL UTILITIES AUTHORITY PURSUANT TO N.J.S.A. 40A:5A-20 AND MAKING ADEQUATE PROVISION FOR THE PAYMENT OF CREDITORS OR OBLIGES OF THE AUTHORITY AND THE ASSUMPTION OF THE SERVICES PROVIDED BY THE AUTHORITY

which was introduced on November 12, 2009, public hearing held and closed on December 10, 2009, tabled to December 18, 2009, be adopted on second and final reading this 18th day of December, 2009.

BE IT FURTHER RESOLVED that notice of the adoption of this ordinance shall be advertised according to law.

ORDINANCE # 2009-45

AN ORDINANCE OF THE TOWNSHIP OF MARLBORO DISSOLVING THE MARLBORO TOWNSHIP MUNICIPAL UTILITIES AUTHORITY PURSUANT TO N.J.S.A. 40A:5A-20 AND MAKING ADEQUATE PROVISION FOR THE PAYMENT OF CREDITORS OR OBLIGES OF THE AUTHORITY AND THE ASSUMPTION OF THE SERVICES PROVIDED BY THE AUTHORITY

WHEREAS, the governing body of the Township of Marlboro, in the County of Monmouth, New Jersey (the "Township"), created The Marlboro Township Municipal Utilities Authority (the "Authority") in accordance with the provisions of Chapter 183 of the Laws of 1957 of the State of New Jersey, Chapter 14B of Title 40 of the Revised Statutes of the State of New Jersey and acts amendatory thereof or supplemental thereto; and

WHEREAS, after a careful examination and analysis, the Township has determined that it is in the best interests of the residents of the Township and the users of the system of the Authority to dissolve the Authority, and for the Township to assume the water utility services and to provide for the financial obligations of the Authority as set forth herein; and

WHEREAS, the Township desires to dissolve the Authority in accordance with and in fulfillment of the provisions of N.J.S.A. 40A:5A-20.

NOW, THEREFORE, BE IT ORDAINED, by the Township Council of the Township of Marlboro, in the County of Monmouth, State of New Jersey, as follows

Section 1. Dissolution.

The Marlboro Township Municipal Utilities Authority, created by the Township by ordinance adopted on or about May 24, 1962, as amended, be and the same is hereby dissolved, subject to the terms and conditions hereof.

Section 2. Transfer of Title to All Facilities.

Upon the effective date of the dissolution as set forth in Section 5 of this ordinance, all real and personal property, facilities and contracts of the Authority, and all monies and funds held by or for the Authority shall be deemed transferred to and become the property of the Township. The existing officers of the Authority are hereby authorized and directed to execute any documents or instruments necessary to transfer legal title to all real property, personal property, facilities, contracts and monies and funds to the Township upon the effective date of the dissolution herein, notwithstanding the dissolution of the Authority. All documents and records of the Authority shall be delivered to the Township Clerk prior to the effective date of the dissolution

Section 3. Payment of All Creditors and Obligees.

Upon the effective date of the dissolution as set forth in Section 5 of this ordinance, the Township shall assume all legal obligations to pay all existing and outstanding creditors and obligees of the Authority. The Township shall issue appropriate debt obligation of the Township in accordance with N.J.S.A. 40A:2-1 et seq. and N.J.S.A. 40A:5A-20 in order to defease the outstanding bonds of the Authority. Simultaneous with the adoption of this ordinance the Township has adopted a bond ordinance for the refunding of the following outstanding obligations of the Authority: \$5,500,000 of the originally issued \$5,500,000 Water Revenue Bonds (Series 2008) (the "2008 Bonds"), \$1,989,000 of the originally issued \$2,047,000 Water Revenue Refunding Bonds (Series 2007) (the "2007 Bonds"), \$5,280,000 of the originally issued \$5,700,000 Water Revenue Bonds (Series 2005) (the "2005 Bonds"), \$5,185,000 of the originally issued \$5,365,000 Water Revenue Refunding Bonds (Series 2003) (the "2003 Bonds"), \$870,000 of the originally issued \$1,565,000 Water Revenue Bonds (Series 1998) (the "1998 Bonds"), and \$4,010,000 maturity value of the originally issued \$16,444,624.65

Water Revenue Refunding Bonds (Series 1993) (the "1993 Bonds", and collectively with the 2008 Bonds, the 2007 Bonds, the 2005 Bonds, the 2003 Bonds and the 1998 Bonds, the "Authority Debt to be Defeased").

Section 4. Assumption of Services Provided by the Authority.

Upon the effective date of the dissolution as set forth in Section 5 of this ordinance, the Township shall own and operate the facilities previously owned by the Authority as a water utility, and effective as of said date, the Township hereby creates a water utility. The Township shall amend its ordinances to effectuate the operation of said facilities as a water utility. Upon the effective date of the dissolution as set forth in Section 5 of this ordinance, the Township shall assume the operation of the services previously provided by the Authority, which services are necessary for the health, safety and welfare of the users of the system.

Section 5. Effective Date of Dissolution.

The dissolution of the Authority shall take effect simultaneously with the issuance of debt obligations of the Township to refund the Authority Debt to be Defeased, the defeasance of the Authority Debt to be Defeased, and the transfer of all funds from the Authority to the Township.

Section 6. Limitation on Actions by Authority.

So as to provide for an orderly transition of the services provided by the Authority, the ordinance creating the Authority is hereby amended to provide that the Authority shall not be authorized to issue or authorize any obligations, to approve or enter into any contracts or to take any other actions which may impair or affect the Township's operation of the water facilities without the prior consent of the Township as evidenced by a resolution of the Township Council; provided, however, that the Authority may pay its legally due debt and bills incurred in the ordinary course without the prior consent of the Township, and, provided further, that this provision will not affect the Authority's obligations under its existing contracts or its obligations to the holders of its bonds.

Section 7. Authorization of Township and Authority to Take all Necessary Action.

The Township shall prepare a closing audit of the Authority after the dissolution of the Authority is effectuated.

Additionally, the members of the Township Council, the Mayor, Township Administrator, Chief Financial Officer, Township Clerk and other employees, as directed by the Township Administrator and/or the Mayor, are hereby authorized and directed to take any and all steps necessary to effectuate the purposes of this ordinance. The members of the Authority, its officers, employees, engineer and counsel are hereby authorized and directed to take all steps necessary to effectuate the purposes of this ordinance.

Section 8. Approval of Local Finance Board; Filing.

This ordinance shall be submitted to and approved by the Local Finance Board of the State of New Jersey prior to final adoption in accordance with the requirements of N.J.S.A. 40A:5A-20 and the final adoption of this ordinance by the Township shall represent conclusive proof of the fact that this ordinance has received the approval of the Local Finance Board. Immediately upon adoption of this ordinance, this ordinance shall be filed with the Local Finance Board and with the Secretary of State of New Jersey, in accordance with N.J.S.A. 40A:5A-20.

Section 9. Severability.

If any section, subsection, sentence, clause or phrase of this ordinance is for any reason held to be unconstitutional or invalid by any court of competent jurisdiction, such decision shall not affect the remaining portions of this ordinance.

Section 10. Repeal of All Inconsistent Ordinances;

All ordinances of the Township which are inconsistent with the provisions of this ordinance are hereby repealed to the extent of such inconsistency.

Section 11. Effective Date.

This ordinance shall take effect immediately upon the adoption hereof and shall not be subject to referendum.

The Public Hearing on Ord. #2009-46 had been held and closed on December 10, 2009. The following Res. # 2009-424/Ord. # 2009-46 (Creating Water Utility Division) was made by Councilwoman Marder, and seconded by Council President Rosenthal. Council President Rosenthal explained the ordinance. After discussion, the resolution/ordinance was passed on a roll call vote of 4 - 0 in favor (Absent: Cantor).

RESOLUTION # 2009-424

BE IT RESOLVED by the Township Council of the Township of Marlboro that an Ordinance entitled:

ORDINANCE # 2009-46

AN ORDINANCE AMENDING THE CODE OF THE TOWNSHIP OF MARLBORO, COUNTY OF MONMOUTH, STATE OF NEW JERSEY, TO CREATE A WATER UTILITY DIVISION WITHIN THE DEPARTMENT OF PUBLIC WORKS, FOR THE TOWNSHIP OF MARLBORO, COUNTY OF MONMOUTH, STATE OF NEW JERSEY

which was introduced on November 12, 2009, public hearing held and closed on December 10, 2009, tabled to December 18, 2009, be adopted on second and final reading this 18th day of December, 2009.

BE IT FURTHER RESOLVED that notice of the adoption of this ordinance shall be advertised according to law.

ORDINANCE # 2009-46

AN ORDINANCE AMENDING THE CODE OF THE TOWNSHIP OF MARLBORO, COUNTY OF MONMOUTH, STATE OF NEW JERSEY, TO CREATE A WATER UTILITY DIVISION WITHIN THE DEPARTMENT OF PUBLIC WORKS, FOR THE TOWNSHIP OF MARLBORO, COUNTY OF MONMOUTH, STATE OF NEW JERSEY

WHEREAS, the Township Council of the Township of Marlboro, in the County of Monmouth, State of New Jersey (the "Township"), has determined that it is in the best interests of the residents of the Township to dissolve the Marlboro Township Municipal Utilities Authority ("MTMUA"); and

WHEREAS, the Township has introduced an Ordinance entitled: "AN ORDINANCE OF THE TOWNSHIP OF MARLBORO DISSOLVING THE MARLBORO TOWNSHIP MUNICIPAL UTILITIES AUTHORITY PURSUANT TO N.J.S.A. 40A:5A-20 AND MAKING ADEQUATE PROVISION FOR THE PAYMENT OF CREDITORS OR OBLIGEEES OF THE AUTHORITY AND THE ASSUMPTION OF THE SERVICES PROVIDED BY THE AUTHORITY", which Ordinance was introduced on November 12, 2009; and

WHEREAS, pursuant to Section 4 of the aforesaid Ordinance, the Township desires to create a Division of Water Utility within the Department of Public Works for the purpose of operating the facilities previously operated by the MTMUA; and

WHEREAS, the Township desires to effectuate the operation of said facilities as a water utility in accordance with the provisions of the Ordinance dissolving the MTMUA, in order to continue to provide water services necessary for the health, safety and welfare of the users of the water system.

NOW, THEREFORE, BE IT ORDAINED, by the Township Council of the Township of Marlboro, in the County of Monmouth, State of New Jersey, that Chapter 4 "Administration of Government", Article XIX, "Department of Public Works", Section 4-136 "Department Established; Organization", of the Code of the Township of Marlboro is hereby amended and supplemented as follows:

§ 4-136. Department established; organization

A. There shall be a Department of Public Works, the head of which shall be the Director of Public Works. The Department of Public Works shall consist of the following divisions:

- (1) Division of Streets and Roads
- (2) Division of Buildings and Grounds
- (3) Division of Vehicle Maintenance
- (4) Division of Water Utility

The remainder of this Section 4-136 shall remain unchanged and in full force and effect; and

BE IT FURTHER ORDAINED, by the Township Council of the Township of Marlboro, in the County of Monmouth, State of New Jersey, that the Code of the Township of Marlboro is hereby amended and supplemented to create Division of Water Utility as follows:

SECTION 1. CREATION OF DIVISION OF WATER UTILITY.

1-1 A. Establishment; Control.

There shall be within the Department of Public Works a Division of Water Utility (the "Division"). The head of the Division shall be the Superintendent of Water Utility. Under the direction and supervision of the Superintendent, the Division shall have the duties and responsibilities set forth herein.

1-1 B. Purpose.

The purpose of the Division of Water Utility shall be to acquire, construct, maintain, operate or improve facilities for the accumulation, supply or distribution of water and to provide for the

financing of these facilities as authorized by N.J.S.A. 40A:31-1, et seq.

SECTION 2. Division of Water Utility

2-1 Scope.

It is the purpose of this Chapter to empower the Township of Marlboro, through the Division of Water Utility, to perform all such reasonable and necessary functions in connection with providing water supply as afforded to the Township by the provisions of N.J.S.A. 40A:31-1 et seq., without limitation, and the collection of fees therefor. The provisions of this Chapter are subject to the ability of the Township to provide water service to the extent permitted by law, and in accordance with the terms and conditions of any existing contracts which are legally binding upon the Township. The Division of Water Utility shall serve the area shown on the "Map of The Marlboro Township Municipal Utilities Authority" which is on file in the office of the Township Clerk.

2-2 Definitions.

As used in this Chapter:

A. "Water Utility" shall mean the water utility of the Township, operated by the Division acting pursuant to the direction of the Township through its elected and appointed officials, and performing all functions pertaining to the collection, storage and distribution of an adequate water supply heretofore performed by the MTMUA, and as may hereafter be necessary in connection with any additional facilities hereafter constituting part of the Township's Water System.

B. "Superintendent" shall mean the duly appointed head of the "Division of Water Utility"

C. "Customer" shall mean the party contracting for water service and/or any owner, agent or occupant responsible for the payment of the fees specified herein.

D. "Connection Fee" shall have the meaning and purpose provided by N.J.S.A. 40A:31-11.

F. "Director" shall mean the Director of the Department of Public Works.

E. "Water System" means the plants, structures or other real and personal property acquired, constructed or operated, or to be

financed, acquired, constructed or operated, or any parts thereof, including reservoirs, basins, dams, canals, aqueducts, standpipes, conduits, pipelines, mains, pumping stations, water distribution systems, compensating reservoirs, waterworks, or sources of water supply, well, purification or filtration plants, or other plants or works, connections, rights of flowage or diversion, and other plants, structures, boats, conveyances and other real and personal property, or rights therein, and appurtenances necessary or useful for the accumulation, supply or distribution of water.

2-3 Authorization to Adopt Rules and Procedures.

The Director is empowered to adopt, rules and regulations proper and necessary to enable the Division to perform the purposes enumerated herein. These rules and regulations shall be placed on file in the Office of the Township Clerk.

2-4 Transition Period.

There is hereby established a transition period of 120 days duration, during which time the Director shall assume the operation of the Water Utility functions heretofore carried out by the Marlboro Township Municipal Utilities Authority. During such transition time, which may be extended by Resolution of the Township for such reasonable time as it deems proper and just, the Director shall utilize the "Marlboro Township Municipal Utilities Authority Rules and Regulations, Revised: February 1987" which are on file in the Office of the Township Clerk, until such time as rules, regulations and procedures are adopted by the Director and placed on file in the Office of the Township Clerk.

2-5 Reservation of Powers.

To the extent not specifically set forth herein, the Township Council of the Township of Marlboro specifically reserves unto itself all those certain powers, rights and responsibilities as set forth at length in N.J.S.A. 40A:31-1 et seq.; which provisions may be deemed by the Township necessary for the operation of the Water Utility.

2-6 Right of Access.

The Township, through the Division or otherwise, shall have a right of access to any customer's premises and to all equipment and property of the Township at reasonable times for the purpose of reading meters, inspecting, repairing or replacing equipment used in connection with the supplying of water, or for the removal of equipment or property. The customer shall obtain for the Township

all necessary permission from tenants or others for access to equipment or property. Customers shall not permit access to meters or other Township property except by authorized employees of the Township or other authorized state or local inspectors.

2-7 Violations and Penalties.

Any person, firm or corporation violating the provisions of this Chapter or any succeeding ordinances or resolutions pertaining to the subject matter of this Chapter which might be enacted or adopted shall be punished in accordance with the fines and penalties established by Section 4-3 of the Code of Marlboro Township.

2-8 Collection of all Charges; Interest.

All connection, user, and other fees and charges set forth in this chapter shall draw the same interest from the time that they became due as taxes upon real estate in the Township and shall be a lien upon the premises connected until paid. The Township shall have the same remedies for the collection thereof, with interest, cost and penalties as it has for the collection of taxes upon real property.

2-9 Bond Required; Work to be Guarded; Restoration of Disturbed Public Property.

Each contractor or other person performing work on Township public property for the purpose of installing water connections shall post a Bond acceptable to the Township. All work shall be adequately guarded with barricades, lights and other measures for protection of the public from hazard. Streets, sidewalks, curbs and other public property disturbed in the course of the work shall be restored in a manner satisfactory to the Township.

2-10 Permits Required for Connection to Water Supply.

No person shall uncover, make any connection with or opening into, use, alter or disturb any part of the water system without first obtaining a written permit for same.

2-11 Application for Water Service.

A. Water service connections shall be made upon written application to the Division on forms furnished by the Division and signed by the owner of the property or by a duly authorized agent.

B. No application for service will be accepted for installation between December 15 and April 15, unless the property owner agrees

to pay the additional cost that may be incurred because of adverse weather conditions during this period.

C. All inspection fees for the connection into the water system shall be paid by the applicant pursuant to the rate schedule in place at the time of the application.

2-12 Approval of Application.

Approval of an application for a water connection can only be made if it has been determined that a water main approved by the Township exists in front of the applicant's property or in the public right-of-way. The main shall extend the length of the applicant's property and if it does not so extend it shall be extended at the applicant's expense in accordance with Township specifications.

2-13 Tampering with Water Utility.

No person or persons shall in any manner, without permission, connect or disconnect or tamper or interfere with the water system of the Township.

2-14 Refusal to connect; Inadequate Water Service.

A. The Department may refuse to connect to any customer's piping system or to supply water services to a system if said system has not been designed or installed in accordance with the applicable regulations or if any parts of the piping system have not been installed at sufficient depth to prevent freezing.

B. The Township shall not be responsible for any inadequacy of water service should the customer make alterations, changes or additions to an existing system without notifying the Division in advance of any proposed alterations, changes or additions. In case of defective service, the customer shall not interfere with meters or other property of the Township, but shall immediately notify the Division.

2-15 Complaints.

Complaints concerning the character of the service furnished or the reading of meters or bills rendered shall be made to the Division in writing. A record of all such written complaints will be maintained by the Division to show the names and addresses of the complainants, dates and nature of the complaints and the action taken thereon.

2-16 Water Utility Fund

All future revenue and the accounting therefore from the Water Utility shall be on a dedicated utility basis in conformance with the provisions of N.J.S.A. 40A:4-33, 34 and 35. All monies derived from the operation of said Water Utility and any other monies applicable to its support shall be segregated and kept in a separate fund which shall be known as the "Water Utility Fund". All disbursements for the operation and maintenance of the Water Utility shall be taken from the Water Utility Fund.

2-17 Budget

The dedicated budget of the Water Utility shall include appropriations for operating expenses, capital improvements, debt service and for the portion of all other deferred charges and statutory expenses as may be required or allowed.

2-18 Broken Lines.

The Division shall provide written notice to a customer of the existence of a broken service line and the customer shall repair same no later than ten (10) days from service of the written notice of the existence of a broken service line. Nothing herein shall prevent the Division from undertaking any action required to preserve public health, safety and welfare in the event that the broken service line is a danger to public health, safety and welfare.

2-19 Water Customer Charges.

A. The customer charges established by the MTMUA shall continue in full force and effect until such time as the Township Council establishes a new schedule of charges and fees for water and incidental services. The customer charges established by the MTMUA are on file in the Office of the Township Clerk and bear an effective date of December 1, 2008 as to Water Rates, and an effective date of July 2, 2009 as to connection/tapping and meter fees.

B. The Township Council shall, from time to time, establish a schedule of charges and fees for water and incidental services to be provided by the Water Utility. The schedule of charges shall be affixed at the end of this Chapter as Schedule A and shall include all fees to be charged to all customers of the Water Utility.

2-20 Water Connection Required When Water Supply Available

A. The owner of every existing building or structure and the owner of every building or structure hereafter to be constructed or acquired which may be occupied or used by human beings, including but not limited to dwellings and commercial and industrial structures located on a street or road along the line of a water supply system owned or operated by the Township and available to serve said building or structure, where the property line of a lot in a residential zone containing said building or structure is within one hundred (100) feet of said water supply system, and where the property line of a lot in a commercial or industrial zone containing said building or structure is within four hundred (400) feet of said water supply system, shall, within ninety (90) days after the date on which the water supply is made available to said building or structure, connect and hookup said building or structure to said water supply system.

B. Any person, association or corporation who shall fail to comply with this Article within ninety (90) days after receiving notice from the Health Officer of the Township of Marlboro or from the Division of Water Utility shall, upon complaint in the Municipal Court of the Township of Marlboro, be subject to the fines and penalties established by Section 4-3 of the Code of Marlboro Township.

BE IT FURTHER ORDAINED, by the Township Council of the Township of Marlboro, in the County of Monmouth, State of New Jersey, that Article II, entitled "Water Supply System Connections" of Chapter 143 "Water" is hereby deleted in its entirety.

SECTION 3. SEVERABILITY

If any section, subsection, sentence, clause or phrase of this ordinance is for any reason held to be unconstitutional or invalid by any Court of competent jurisdiction, such decision shall not affect the remaining portions of this ordinance.

SECTION 4. REPEAL OF ALL INCONSISTENT ORDINANCES.

All ordinances of the Township of Marlboro which are inconsistent with the provisions of this ordinance are hereby repealed to the extent of such inconsistency.

SECTION 5. EFFECTIVE DATE

The foregoing ordinance shall take effect as provided by law.

The Public Hearing on Ord. #2009-47 had been held and closed on December 10, 2009. The following Res. # 2009-425/Ord. # 2009-47 (Bond Ordinance in connection with MTMUA dissolution) was made by Councilwoman Marder, seconded by Council President Rosenthal, and was passed on a roll call vote of 4 - 0 in favor (Absent: Cantor).

RESOLUTION # 2009-425

BE IT RESOLVED by the Township Council of the Township of Marlboro that an Ordinance entitled:

ORDINANCE # 2009-47

BOND ORDINANCE OF THE TOWNSHIP OF MARLBORO, IN THE COUNTY OF MONMOUTH, STATE OF NEW JERSEY, PROVIDING AS PART OF THE DISSOLUTION OF THE MARLBORO TOWNSHIP MUNICIPAL UTILITIES AUTHORITY FOR THE REFUNDING OF CERTAIN OUTSTANDING OBLIGATIONS OF SUCH AUTHORITY ISSUED TO FINANCE SUCH AUTHORITY'S WATER SYSTEM, APPROPRIATING NOT TO EXCEED \$24,500,000 THEREFOR AND AUTHORIZING THE ISSUANCE BY THE TOWNSHIP NOT TO EXCEED \$24,500,000 BONDS OR NOTES OF THE TOWNSHIP FOR SUCH PURPOSE

which was introduced on November 12, 2009, public hearing held and closed on December 10, 2009, tabled to December 18, 2009, be adopted on second and final reading this 18th day of December, 2009.

BE IT FURTHER RESOLVED that notice of the adoption of this ordinance shall be advertised according to law.

ORDINANCE # 2009-47

BOND ORDINANCE OF THE TOWNSHIP OF MARLBORO, IN THE COUNTY OF MONMOUTH, STATE OF NEW JERSEY, PROVIDING AS PART OF THE DISSOLUTION OF THE MARLBORO TOWNSHIP MUNICIPAL UTILITIES AUTHORITY FOR THE REFUNDING OF CERTAIN OUTSTANDING OBLIGATIONS OF SUCH AUTHORITY ISSUED TO FINANCE SUCH AUTHORITY'S WATER SYSTEM, APPROPRIATING NOT TO EXCEED \$24,500,000 THEREFOR AND AUTHORIZING THE ISSUANCE BY THE TOWNSHIP NOT TO EXCEED \$24,500,000 BONDS OR NOTES OF THE TOWNSHIP FOR SUCH PURPOSE

WHEREAS, the Township Council of the Township of Marlboro (the "Township"), in the County of Monmouth, State of New Jersey, has determined, pursuant to the provisions of the Local Authorities Fiscal Control Law (the "Authorities Control Law"), specifically N.J.S.A. 40A:5A-20, to dissolve The Marlboro Township Municipal Utilities Authority (the "Authority"); and

WHEREAS, the Authority has certain series of bonds outstanding consisting of \$5,500,000 of the originally issued \$5,500,000 Water Revenue Bonds (Series 2008) (the "2008 Bonds"), \$1,989,000 of the originally issued \$2,047,000 Water Revenue Refunding Bonds (Series 2007) (the "2007 Bonds"), \$5,280,000 of the originally issued \$5,700,000 Water Revenue Bonds (Series 2005) (the "2005 Bonds"), \$5,185,000 of the originally issued \$5,365,000 Water Revenue Refunding Bonds (Series 2003) (the "2003 Bonds"), \$870,000 of the originally issued \$1,565,000 Water Revenue Bonds (Series 1998) (the "1998 Bonds"), and \$4,010,000 maturity value of the originally issued \$16,444,624.65 Water Revenue Refunding Bonds (Series 1993) (the "1993 Bonds", and collectively with the 2008 Bonds, the 2007 Bonds, the 2005 Bonds, the 2003 Bonds and the 1998 Bonds, the "Prior Bonds"); and

WHEREAS, the Township, as part of the dissolution of the Authority and in connection with the provision for the payment of all creditors or obligees of the Authority, desires to refund all such Prior Bonds; and

WHEREAS, the Township, simultaneously with the dissolution of the Authority, has provided for the transfer of the Authority's water operations to the Township and for the creation of a separate water utility within the Township; and

WHEREAS, pursuant to the Authorities Control Law and the applicable provisions of the Local Bond Law, N.J.S.A. 40A:2-1 at seq. (the "Local Bond Law"), the Township is authorized to issue obligations in furtherance of the dissolution of the Authority.

NOW, THEREFORE, BE IT ORDAINED, BY THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF MARLBORO, IN THE COUNTY OF MONMOUTH, NEW JERSEY (not less than two-thirds of all members thereof affirmatively concurring), AS FOLLOWS:

SECTION 1. In connection with the dissolution of the Authority, the Township is hereby authorized to refund the outstanding Prior Bonds of the Authority referred to herein or otherwise remaining unpaid, and, in order to provide for such refunding, the sum of \$24,500,000 is hereby appropriated. As provided in N.J.S.A. 40A:5A-

20, the provisions of N.J.S.A. 40A:2-11 are inapplicable to this ordinance, and no down payment is required. The estimated cost of the improvement or purpose to be financed under this Bond Ordinance is equal to the amount of the appropriation herein made therefor.

SECTION 2. In order to finance all or a portion of the appropriation for the purpose described in Section 1 hereof, negotiable bonds are hereby authorized to be issued by the Township in an amount not to exceed \$24,500,000 pursuant to the Local Bond Law and the provisions of the Authorities Control Law. In anticipation of the issuance of the bonds, negotiable bond anticipation notes are hereby authorized to be issued pursuant to and within the limitations prescribed by the Local Bond Law.

SECTION 3. All bond anticipation notes issued hereunder shall mature at such times as may be determined by the chief financial officer; provided that no note shall mature later than one year from its date. The notes shall bear interest at such rate or rates and be in such form as may be determined by the chief financial officer. The chief financial officer shall determine all matters in connection with notes issued pursuant to this ordinance, and the chief financial officer's signature upon the notes shall be conclusive evidence as to all such determinations. All notes issued hereunder may be renewed from time to time subject to the provisions of the Local Bond Law. The chief financial officer is hereby authorized to sell part or all of the notes from time to time at public or private sale and to deliver them to the purchasers thereof upon receipt of payment of the purchase price plus accrued interest from their dates to the date of delivery thereof. The chief financial officer is directed to report in writing to the governing body at the meeting next succeeding the date when any sale or delivery of the notes pursuant to this ordinance is made. Such report must include the amount, the description, the interest rate and the maturity schedule of the notes sold, the price obtained and the name of the purchaser.

SECTION 4. The capital budget of the Township is hereby amended to conform with the provisions of this bond ordinance to the extent of any inconsistency herewith. The resolution in the form promulgated by the Local Finance Board showing full detail of the amended capital budget and capital program as approved by the Director of the Division of Local Government Services of the Department of Community Affairs of the State of New Jersey (the "Director") is on file with the Township Clerk and is available there for public inspection.

SECTION 5. The following additional matters are hereby determined, declared, recited and stated:

(a) The purpose described in Section 1 hereof to be undertaken by the Township as a result of the dissolution of the Authority is an authorized purpose for which the bonds and notes may be issued. No part of the cost thereof has been or shall be specially assessed on property specially benefited thereby.

(b) In accordance with the provisions of the Authorities Control Law, the period of usefulness of the purpose described herein is 40 years.

(c) The Supplemental Debt Statement required by the Local Bond Law has been duly prepared and filed in the office of the Township Clerk, and a complete executed duplicate thereof has been filed in the office of the Director. Such statement shows that the gross debt of the Township as defined in the Local Bond Law is increased by the authorization of the bonds and notes provided in this bond ordinance by \$24,500,000, and that the obligations authorized herein will be within the debt limitations prescribed by that Law.

(d) An aggregate amount not exceeding \$675,000 for items of expense listed in and permitted under N.J.S.A. 40A:2-20 is included in the estimated cost indicated herein for the purpose described in Section 1 hereof.

SECTION 6. The full faith and credit of the Township are hereby pledged to the punctual payment of the principal of and the interest on the bonds and notes authorized by this bond ordinance. Such bonds and notes shall be direct, unlimited obligations of the Township, and to the extent not paid from other sources, the Township shall be obligated to levy ad valorem taxes upon all the taxable real property within the Township for the payment of such bonds or notes and the interest thereon without limitation as to rate or amount.

SECTION 7. If any section, subsection, sentence, clause or phrase of this bond ordinance is for any reason held to be unconstitutional or invalid by any court of competent jurisdiction, such decision shall not affect the remaining portions of this bond ordinance.

SECTION 8. This foregoing bond ordinance shall take effect immediately upon adoption and shall not be subject to referendum, as provided in N.J.S.A. 40A:5A-20.

The following Res. # 2009-460 (Authorizing the refunding of outstanding obligations of the MTMUA and other necessary actins required in connection therewith) was made by Councilwoman Tragni, seconded by Council Vice President LaRocca, and was passed on a roll call vote of 4 - 0 in favor (Absent: Cantor).

RESOLUTION # 2009-460

RESOLUTION OF THE TOWNSHIP OF MARLBORO PROVIDING FOR THE ISSUANCE OF REFUNDING BONDS FOR THE REFUNDING OF CERTAIN OUTSTANDING OBLIGATIONS OF THE MARLBORO TOWNSHIP MUNICIPAL UTILITIES AUTHORITY; AND PROVIDING FOR THE FORM, MATURITIES AND OTHER DETAILS OF SAID BONDS; AUTHORIZING A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT; PROVIDING FOR THE SALE OF THE REFUNDING BONDS; AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE TOWNSHIP OF A CONTINUING DISCLOSURE CERTIFICATE, A BOND PURCHASE AGREEMENT AND AN ESCROW DEPOSIT AGREEMENT

WHEREAS, the Township Council of the Township of Marlboro (the "Township"), in the County of Monmouth, State of New Jersey, has determined, pursuant to the provisions of the Local Authorities Fiscal Control Law (the "Authorities Control Law"), specifically N.J.S.A. 40A:5A-20, to dissolve The Marlboro Township Municipal Utilities Authority (the "Authority"); and

WHEREAS, the Authority has certain series of bonds outstanding consisting of \$5,500,000 of the originally issued \$5,500,000 Water Revenue Bonds (Series 2008) (the "2008 Bonds"), \$1,989,000 of the originally issued \$2,047,000 Water Revenue Refunding Bonds (Series 2007) (the "2007 Bonds"), \$5,280,000 of the originally issued \$5,700,000 Water Revenue Bonds (Series 2005) (the "2005 Bonds"), \$5,185,000 of the originally issued \$5,365,000 Water Revenue Refunding Bonds (Series 2003) (the "2003 Bonds"), \$870,000 of the originally issued \$1,565,000 Water Revenue Bonds (Series 1998) (the "1998 Bonds"), and \$4,010,000 maturity value of the originally issued \$16,444,624.65 Water Revenue Refunding Bonds (Series 1993) (the "1993 Bonds", and collectively with the 2008 Bonds, the 2007 Bonds, the 2005 Bonds, the 2003 Bonds and the 1998 Bonds, the "Refunded Bonds"); and

WHEREAS, the Township, as part of the dissolution of the Authority and in connection with the provision for the payment of all creditors or obligees of the Authority, desires to refund all such Refunded Bonds; and

WHEREAS, pursuant to the Authorities Control Law and the applicable provisions of the Local Bond Law, N.J.S.A. 40A:2-1 at seq. (the "Local Bond Law"), the Township is authorized to issue obligations in furtherance of the dissolution of the Authority.

WHEREAS, in accordance with the Local Bond Law, the Township Council did, on December 18, 2009, finally adopt Ordinance No. 2009-47 (the "Refunding Ordinance") authorizing the issuance by the Township of refunding bonds in the amount of not to exceed \$24,500,000 for the purpose of refunding all or part of the Refunded Bonds; and

WHEREAS, pursuant to the Local Bond Law, the Township sought and obtained approvals on December 18, 2009, from the Local Finance Board in the Division of Local Government Services of the Department of Community Affairs of the State of New Jersey (the "Local Finance Board") to the adoption by the Township Council of the Refunding Ordinance and the issuance of obligations thereunder, which approvals from the Local Finance Board were conditioned on the Township limiting the aggregate amount of obligations issued under the Refunding Ordinance to an amount not exceeding \$24,000,000; and

WHEREAS, in accordance with the Local Bond Law, the Township now desires to authorize and approve the sale and issuance of refunding bonds (the "Bonds" or the "Refunding Bonds") pursuant to the Refunding Ordinance in the aggregate principal amount not to exceed \$24,000,000, to be issued in two (2) series designated as "General Obligation Refunding Bonds, Series 2010A" and "General Obligation Refunding Bonds, Series 2010B (Taxable for Federal Income Tax Purposes)", to be issued for the purpose of refunding the 2008 Bonds, the 2007 Bonds, the 2005 Bonds, the 2003 Bonds, the 1998 Bonds and the 1993 Bonds, and to provide for the form and sale of the Refunding Bonds; and

WHEREAS, in connection with the sale and issuance of the Refunding Bonds, the Township also desires to approve and authorize (i) the distribution of a preliminary official statement (the "Preliminary Official Statement") and the execution and distribution of an official statement (the "Official Statement") and (ii) the forms and the entering into of the hereinafter defined Continuing Disclosure Certificate, Bond Purchase Agreement and Escrow Deposit Agreement; and

WHEREAS, to be able to take advantage of favorable market conditions, the Township has determined to authorize a Purchase Contract (the "Bond Purchase Agreement") with NW Capital Markets Inc., as underwriter (the "Underwriter"), for the Refunding Bonds,

pursuant to which the Underwriter will agree to purchase the Refunding Bonds upon satisfaction of the conditions precedent to issuance set forth therein and with such terms for the Refunding Bonds as shall be set forth therein.

NOW THEREFORE, BE IT RESOLVED BY THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF MARLBORO, IN THE COUNTY OF MONMOUTH, NEW JERSEY (not less than two-thirds of all members thereof affirmatively concurring), AS FOLLOWS:

Section 1. The Township hereby authorizes the issuance and sale of the Refunding Bonds of the Township in the aggregate principal amount not to exceed \$24,000,000. The proceeds of the Refunding Bonds shall be applied for the purpose of refunding the Refunded Bonds and paying the costs of issuing the Refunding Bonds.

Section 2. The Refunding Bonds shall be issued in two (2) single series designated as "General Obligation Refunding Bonds, Series 2010A" and "General Obligation Refunding Bonds, Series 2010B (Taxable for Federal Income Tax Purposes)". The Refunding Bonds shall be dated their date of delivery, shall be issued in the denomination of \$5,000 and integral multiples of \$1,000 in excess thereof, and shall be issued as fully registered bonds. The Refunding Bonds shall mature on December 1 in each of the years and in the principal amounts and shall bear interest at the rate or rates as shall be determined by the Mayor and the Chief Financial Officer of the Township within the limitations hereinafter provided. Interest on the Bonds shall be payable on June 1 and December 1 of each year, commencing on June 1, 2010.

The Council hereby delegates to the Mayor and the Chief Financial Officer of the Township the power and authority to sell and award the Refunding Bonds in accordance with this Resolution and the prior approval of the Local Finance Board and in accordance with the following parameters: the Refunding Bonds shall be issued in a maximum aggregate principal amount not to exceed \$24,000,000 and shall mature substantially as set forth in the application submitted to and approved by the Local Finance Board; the Refunding Bonds shall bear interest at the rate or rates not to exceed the maximum interest rates set forth in the application submitted to and approved by the Local Finance Board. The Chief Financial Officer of the Township is hereby directed to report in writing to the Township Council at their first meeting after the sale of the Refunding Bonds as to the principal amount, interest rate or rates and maturities of the Refunding Bonds sold, the price obtained and the present value savings in connection with the refunding.

The Refunding Bonds shall be substantially in the form as provided in this Resolution, with such omissions, insertions and variations as are properly required.

Section 3. The Refunding Bonds will be initially issued in book-entry form only in the form of one certificate for the aggregate principal amount of the Refunding Bonds of each series maturing in each year and, when issued, will be registered in the name of and held by Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York ("DTC"), which is hereby appointed to act as securities depository for the Refunding Bonds. As long as DTC or its nominee, Cede & Co., is the registered owner of the Refunding Bonds, payments of the principal of and interest on the Refunding Bonds will be made by the Township, or by a bank or trust company (if any) selected by the Chief Financial Officer to act as paying agent and bond registrar for the Refunding Bonds pursuant to Section 11 hereof (the "Paying Agent"), directly to DTC or its nominee, Cede & Co., which will credit payments of principal of and interest on the Bonds to the participants of DTC as listed on the records of DTC as of each next preceding May 15 and November 15 (each, a "Record Date" and together, the "Record Dates" for the payment of interest on the Refunding Bonds), which participants will in turn credit such payments to the beneficial owners of the Refunding Bonds. The registration books of the Township shall be kept by the Chief Financial Officer (or, if appointed pursuant to Section 11 hereof, by the Paying Agent at its corporate trust office).

The Refunding Bonds shall be payable as to both principal and interest in lawful money of the United States of America. The Refunding Bonds shall be executed by the manual or facsimile signatures of the Mayor and the Chief Financial Officer under the official seal or facsimile thereof affixed, printed, engraved or reproduced thereon and attested by the manual signature of the Township Clerk. If a Paying Agent is appointed pursuant to Section 11 hereof, the foregoing attestation may be made by facsimile signature of the Township Clerk provided that the Refunding Bonds shall be authenticated by the manual signature of the Paying Agent. The following matters are hereby determined with respect to the Refunding Bonds:

Date of Refunding Bonds:

Date of Delivery

Interest Payment Dates:

Each June 1 and December 1 until maturity, commencing on June 1, 2010, with payment being made to

DTC or its authorized nominee, by
the Township or the Paying Agent

Bond Registrar/Paying Agent: Township of Marlboro, unless a
Paying Agent is appointed pursuant
to Section 11 hereof

Securities Depository: The Depository Trust Company, New
York, New York

Authorized Denominations: \$5,000 and integral multiples of
\$1,000 in excess thereof

Section 4. There is hereby delegated to the Mayor and the Chief Financial Officer the authority, at the request of the Underwriter and after consulting with the Township's financial advisor, to provide that the Refunding Bonds may be subject to optional redemption prior to maturity at such times and upon the payment of such redemption premium (not to exceed 3% of the principal amount thereof), and that one or more maturities of the Refunding Bonds may be issued as term bonds subject to mandatory sinking fund redemption at a redemption price equal to 100% of the principal amount thereof on December 1 in specified years prior to the stated maturity date. If any of the Refunding Bonds are issued as bonds subject to optional redemption or as term bonds, the Refunding Bonds shall be subject to optional redemption or mandatory sinking fund redemption, upon notice as hereinafter provided, at the times specified by the Chief Financial Officer.

When any Refunding Bonds are to be redeemed, the Chief Financial Officer (or, if appointed pursuant to Section 11 hereof, the Paying Agent) shall give notice of the redemption of the Refunding Bonds by mailing such notice by first class mail in a sealed envelope postage prepaid to the registered owners of the portion of any Refunding Bonds which are to be redeemed, at their respective addresses as they last appear on the registration books of the Township, at least thirty (30) but not more than sixty (60) days before the date fixed for redemption. Notice of redemption having been given as aforesaid, the portion of the Refunding Bonds which are to be redeemed shall, on the date fixed for redemption, become due and payable at the redemption price plus accrued interest to the redemption date and, upon presentation and surrender thereof at the place specified in such notice, such portion of the Refunding Bonds shall be paid at the redemption price, plus accrued interest to the redemption date. On and after the redemption date (unless the Township shall default in the payment of the redemption price

and accrued interest), such Refunding Bonds shall no longer be considered as outstanding.

During any period in which The Depository Trust Company (or any successor thereto) shall act as securities depository for the Refunding Bonds, the notices referred to above shall be given only to such depository and not to the beneficial owners of the Refunding Bonds. Any failure of such depository to advise any of its participants or any failure of any participant to notify any beneficial owner of any notice of redemption shall not affect the validity of the redemption proceedings.

Section 5. The Chief Financial Officer is hereby authorized to enter into a letter of representations or other agreement with DTC setting forth the respective obligations of DTC, the Township and the Paying Agent (if any) with respect to the payment and transfer of the Bonds. The Township agrees to comply with all obligations set forth in such agreement.

Section 6. The Refunding Bonds shall be executed by the Mayor and the Chief Financial Officer, by their manual or facsimile signatures, and the corporate seal of the Township shall be affixed thereto, or imprinted or reproduced thereon, and attested by the manual signature of the Township Clerk (except as provided above in Section 3 if a Paying Agent is appointed).

Section 7. The distribution and, if necessary, the re-distribution, by the Township of a Preliminary Official Statement pertaining to the Refunding Bonds, in the form approved by the Chief Financial Officer of the Township, and the use of an Official Statement in substantially the form of the Preliminary Official Statement, is hereby authorized and approved. The Chief Financial Officer of the Township is hereby authorized and directed to execute and deliver to the purchaser of the Refunding Bonds the final Official Statement with such changes as the Township's bond counsel may advise and the officer executing the same may approve, such approval to be evidenced by such officer's execution thereof. The Chief Financial Officer is hereby authorized to deem final the Preliminary Official Statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Section 8. NW Capital Markets Inc., is hereby designated as the Township's investment banker in connection with the Refunding Bonds.

Section 9. The escrow agent for the Refunded Bonds (the "Escrow Agent") shall be U.S. Bank National Association, or such other Escrow Agent as shall be designated by the Mayor. The Escrow

Agent shall signify its acceptance of the duties imposed upon it by this Resolution by a written certificate delivered to the Township prior to the delivery of the Refunding Bonds.

Section 10. The Refunding Bonds shall be in substantially the form attached hereto as Exhibit A, with such changes as may be appropriate.

Section 11. The Chief Financial Officer is hereby authorized to select and to enter into an agreement with a Paying Agent to ensure that the Township can meet its obligations undertaken herein to the holders of the Refunding Bonds. The Chief Financial Officer may, however, elect not to select a Paying Agent for the Refunding Bonds, and may elect to select a Paying Agent at any time prior or subsequent to the issuance of the Refunding Bonds. However, the Chief Financial Officer shall select a Paying Agent upon any determination to cause the Refunding Bonds to be registered in the names of the beneficial owners thereof, as provided in Section 12 or Section 13 hereof.

Section 12. In the event that DTC shall determine to discontinue providing its services as securities depository with respect to the Refunding Bonds, the Township and the Paying Agent (if any) may enter into an agreement with a substitute securities depository, if available. Alternatively, the Township and the Paying Agent may cause the Refunding Bonds to thereafter be registered in the names of, and delivered to, each beneficial owner of the Refunding Bonds and thereafter the principal of the Refunding Bonds will be payable in lawful money of the United States of America at the office of the Paying Agent, and interest on the Refunding Bonds will be payable by check mailed to the respective addresses of the registered owners thereof as shown on the registration books of the Township as of the close of business on the first day of the calendar month for the applicable interest payment date.

Section 13. The Township may terminate the services of DTC as securities depository with respect to the Refunding Bonds if the Township determines that (i) DTC is unable to discharge its responsibilities with respect to the Refunding Bonds, or (ii) continued use of the book-entry system is not in the best interests of the beneficial owners of the Refunding Bonds. In such event, the Township and the Paying Agent (if any) shall either contract with a substitute securities depository or cause the Bonds to be registered in the names of the beneficial owners thereof, as provided in Section 12 hereof.

Section 14. A Continuing Disclosure Certificate in substantially the form attached hereto as Exhibit B (the "Continuing Disclosure Certificate") is hereby approved, and the Chief Financial Officer is hereby authorized and directed to execute and deliver the Continuing Disclosure Certificate on behalf of the Township in substantially such form, with such insertions and changes therein as the Chief Financial Officer may approve, such approval to be evidenced by his or her execution thereof.

Section 15. In order to maintain the exclusion from gross income for federal income tax purposes of interest on the Refunding Bonds that are issued as bonds the interest on which is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and for no other purpose, the Township covenants to comply with each applicable requirement of the Code applicable to said Refunding Bonds, and the Township covenants not to take any action or fail to take any action which would cause the interest on said Refunding Bonds to lose the exclusion from gross income for federal income taxation purposes under Section 103 of the Code.

The Township covenants and agrees with the holders of the Refunding Bonds that the Township shall not take any action or omit to take any action which would cause the Refunding Bonds that are issued as bonds the interest on which is excluded from gross income for federal income tax purposes under Section 103 of the Code to be "private activity bonds" or "arbitrage bonds" within the meaning of Sections 141(a) or 148, respectively, of the Code, or any successor provision.

Section 16. The Township covenants that it will take no action which would cause the Refunding Bonds that are issued as bonds the interest on which is excluded from gross income for federal income tax purposes under Section 103 of the Code to be federally guaranteed (within the meaning of Section 149(b) of the Code).

Section 17. The Escrow Deposit Agreement pertaining to the Refunded Bonds shall be substantially in the form attached to this Resolution as Exhibit C (the "Escrow Deposit Agreement") and made a part hereof and the Mayor or the Chief Financial Officer of the Township are each hereby authorized to execute same with such changes, revisions or alterations therefor as may be approved by the officer executing the Escrow Deposit Agreement, such approval to be conclusively evidenced by the execution thereof.

Section 18. The Bond Purchase Agreement by and between the Township and the Underwriter with respect to the Refunding Bonds

shall be substantially in the form attached to this Resolution as Exhibit D and made a part hereof, and the Mayor or the Chief Financial Officer of the Township are each hereby authorized to execute the same with such changes, revisions or alterations therefor as may be approved by the officer executing the Bond Purchase Agreement after consultation with the Township's counsel and/or bond counsel, such approval to be conclusively evidenced by the execution thereof. The Underwriter's discount in connection with the Refunding Bonds shall not exceed \$6.50 per \$1,000 of Refunding Bonds.

Section 19. The Mayor, the Chief Financial Officer and the Clerk of the Township are hereby designated, authorized and directed to perform or determine any other matters or details relating to the Refunding Bonds, to do or perform or cause to be done or performed any and all acts as such officers or Bond Counsel may deem necessary or appropriate in order to effect the proper issuance, execution and delivery of the Refunding Bonds, and to execute, among other things, one or more subscriptions for the purchase of United States Treasury Obligations, State and Local Government Series or such other securities and/or investment agreements in accordance with the Escrow Deposit Agreement, a tax and arbitrage certificate certifying that, among other things, the Township, to the extent it is empowered and allowed under applicable law, covenants that it will do and perform all acts and things necessary or desirable for the purpose of monitoring compliance to assure that interest paid on the Refunding Bonds that are issued as bonds the interest on which is excluded from gross income for federal income tax purposes under Section 103 of the Code is excludable from gross income under the Internal Revenue Code of 1986, as amended, an IRS Form 8038-G pertaining to the Refunding Bonds, that are issued as bonds the interest on which is excluded from gross income for federal income tax purposes under Section 103 of the Code and any and all instruments, opinions, affidavits, certificates, resolutions, documents or other papers as may be deemed necessary.

Section 20. This resolution shall take effect upon the adoption hereof.

At 7:55PM, Councilwoman Tragni moved that the meeting be adjourned. This was seconded by Council Vice President LaRocca, and as there was no objection, the Clerk was asked to cast one ballot (Absent: Cantor).

MINUTES APPROVED: JANUARY 21, 2010

OFFERED BY: MARDER AYES: 2

SECONDED BY: LA ROCCA NAYS: 0

ABSENT: CANTOR

ABSTAIN: MAZZOLA, METZGER

ALIDA MANCO,
MUNICIPAL CLERK

FRANK LA ROCCA,
COUNCIL PRESIDENT